

LOWENSTEIN SANDLER LLP

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Counsel to the Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

FRANK THEATRES BAYONNE/SOUTH
COVE, LLC, *et al.*,¹
Debtors.

Chapter 11

Case No. 18-34808 (SLM)

Jointly Administered

**FIRST MONTHLY FEE STATEMENT OF LOWENSTEIN SANDLER LLP
FOR THE PERIOD OF DECEMBER 19, 2018 THROUGH DECEMBER 31, 2018**

Lowenstein Sandler LLP, counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), submits this first monthly fee statement for the period of December 19, 2018 through December 31, 2018 (the “First Fee Statement”) pursuant to the Court’s *Administrative Fee Order Establishing Certain Procedures for Allowance of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court*

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank Entertainment Group, LLC (3966); Frank Management LLC (0186); Frank Theatres, LLC (5542); Frank All Star Theatres, LLC (0420); Frank Theatres Blacksburg LLC (2964); Frank Theatres Delray, LLC (7655); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Parkside Town Commons LLC (9724); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres York, LLC (7779); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Southern Pines, LLC (2508); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); Frank Hospitality York LLC (6617); and Galleria Cinema, LLC (2529).

entered on January 22, 2019 [Docket No. 152] (the “Administrative Order”). Pursuant to the Administrative Order, responses to the First Fee Statement, if any, are due by February 8, 2019.

Dated: January 25, 2019

Respectfully submitted,

LOWENSTEIN SANDLER LLP

/s/ Joseph J. DiPasquale

Kenneth A. Rosen, Esq.

Joseph J. DiPasquale, Esq.

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Counsel to the Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

D.N.J. LBR 2016-1, FEE APPLICATION COVER SHEET

IN RE: Frank Theaters Bayonne/South Cove, LLC, et al.¹ APPLICANT: Lowenstein Sandler LLP
CASE NO.: 18-34808 (SLM) CLIENT: Chapter 11 Debtors
CHAPTER: 11 CASE FILED: December 19, 2018

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION UNDER
PENALTY OF PERJURY, PURSUANT TO 28 U.S.C. SECTION 1746

RETENTION ORDER(S) ATTACHED

**FIRST MONTHLY FEE STATEMENT OF LOWENSTEIN SANDLER LLP
FOR THE PERIOD OF DECEMBER 19, 2018 THROUGH DECEMBER 31, 2018**

SECTION I
FEE SUMMARY

	<u>FEEES</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED	<u>\$ 0.00</u>	<u>\$0.00</u>
TOTAL FEES ALLOWED TO DATE:	<u>\$ 0.00</u>	<u>\$0.00</u>
TOTAL RETAINER REMAINING ²	<u>\$9,349.31</u>	<u>\$0.00</u>
TOTAL PREVIOUS HOLDBACK	<u>\$ 0.00</u>	<u>\$0.00</u>
TOTAL RECEIVED BY LOWENSTEIN SANDLER	<u>\$ 0.00</u>	<u>\$0.00</u>

¹ The Debtors in these chapter 11 cases (the “Chapter 11 Cases”) and the last four digits of each Debtor’s taxpayer identification number are as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank Entertainment Group, LLC (3966); Frank Management LLC (0186); Frank Theatres, LLC (5542); Frank All Star Theatres, LLC (0420); Frank Theatres Blacksburg LLC (2964); Frank Theatres Delray, LLC (7655); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Parkside Town Commons LLC (9724); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres York, LLC (7779); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Southern Pines, LLC (2508); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); Frank Hospitality York LLC (6617); and Galleria Cinema, LLC (2529).

² Shortly prior to the Petition Date, Lowenstein Sandler was retained to represent the Debtors in these Chapter 11 Cases. Lowenstein Sandler was paid for all amounts owed for legal services rendered prior to the Petition Date and is holding a retainer in the amount of \$9,349.31 (the “Retainer”) for services and expenses incurred during these Chapter 11 Cases.

FEE TOTALS - PAGE 2	\$116,134.50
DISBURSEMENTS TOTALS - PAGE 3	\$ 395.18
TOTAL FEE APPLICATION	\$116,529.68
MINUS 20% HOLDBACK	- 23,226.90
AMOUNT SOUGHT AT THIS TIME	\$ 93,302.78

NAME OF PROFESSIONAL	YEAR ADMITTED	TITLE/DEPARTMENT	HOURS	RATE	FEE
DiPasquale, Joseph J.	1994	Partner/Bankruptcy	45.40	\$860.00	\$39,044.00
*DiPasquale, Joseph J. - Travel Time	1994	Partner/Bankruptcy	1.10	\$430.00	\$473.00
Chafetz, Eric S.	2004	Counsel/Bankruptcy	68.90	\$690.00	\$47,541.00
*Chafetz, Eric S. - Travel Time	2004	Counsel/Bankruptcy	0.90	\$345.00	\$310.50
Brooks, Alexander E.	2014	Associate/Corporate	1.50	\$510.00	\$765.00
Papandrea, Michael T.	2015	Associate/Bankruptcy	52.10	\$435.00	\$22,663.50
*Papandrea, Michael T. - Travel Time	2015	Associate/Bankruptcy	1.00	\$217.50	\$217.50
Claussen, Diane	N/A	Paralegal/Bankruptcy	8.50	\$260.00	\$2,210.00
Lawler, Elizabeth B.	N/A	Paralegal/Bankruptcy	10.50	\$240.00	\$2,520.00
Michaud, Zoraida	N/A	Research Services	1.50	\$260.00	\$390.00
Total Fees			191.40		\$116,134.50
Attorney Blended Rate				\$649.59	
* Reflects 50% rate reduction due to non-working travel time					

SECTION II - SUMMARY OF SERVICES

SERVICES RENDERED	HOURS	FEE
Case Administration	14.30	\$6,463.50
Asset Disposition	0.40	\$327.00
Relief from Stay/Adequate Protection Proceedings	0.20	\$138.00
Meetings of and Communication with Creditors	0.80	\$586.00
Fee/Employment Applications	1.50	\$1,162.50
Employment and Retention Applications - Others	8.10	\$5,903.50
Fee Applications and Invoices - Others	4.70	\$2,935.50
Assumption/Rejection of Leases and Contracts	17.20	\$11,443.00

Other Contested Matters (excluding assumption/rejection motions)	8.40	\$2,860.00
Non-Working Travel	3.00	\$1,001.00
Business Operations	7.60	\$4,793.50
Employee Benefits/Pensions	0.70	\$483.00
Financing/Cash Collateral	3.10	\$1,903.00
Claims Administration and Objections	19.50	\$10,932.00
Plan and Disclosure Statement (including Business Plan)	33.10	\$23,191.50
Court Hearings	66.60	\$40,459.50
Schedules and Statements	0.20	\$138.00
Other - Insurance Matters	2.00	\$1,414.00
TOTAL:	191.40	\$116,134.50

SECTION III - SUMMARY OF DISBURSEMENTS

	AMOUNT
Messenger and delivery charges	\$86.35
Bulk rate/special postage	\$35.64
Computerized legal research	\$7.90
Travel	\$117.66
Meals	\$147.63
TOTAL DISBURSEMENTS	\$395.18

SECTION IV - CASE HISTORY

(NOTE: Items 3 - 6 are not applicable to applications under 11 U.S.C. §506)

- (1) DATE CASE FILED: December 19, 2018
- (2) CHAPTER UNDER WHICH CASE WAS COMMENCED: 11
- (3) DATE OF RETENTION: January 24, 2019, effective as of December 19, 2018 [Docket No. 156]. *See* Order attached.
- (4) SUMMARIZE IN BRIEF THE BENEFITS TO THE ESTATE AND ATTACH SUPPLEMENTS AS NEEDED:
 - a) Lowenstein Sandler prepared extensively for and attended the first day hearing;

- b) Lowenstein Sandler prepared for the initial debtor interview and had significant communications with the Office of the United States Trustee concerning the Debtors' bankruptcy cases;
- c) Lowenstein Sandler attended to potential stay violations due to post-petition collection efforts, and prepared suggestion of bankruptcy letters to opposing counsel, judges and clerks of the court in litigation matters where the Debtors are a party;
- d) Lowenstein Sandler conferred with potential committee counsel regarding the committee formation meeting;
- e) Lowenstein Sandler attended to the retention of itself and the Debtors' other professionals, including the Debtors' chief restructuring officer and claims and noticing agent;
- f) Lowenstein Sandler drafted and filed the Debtors' motion for interim compensation procedures;
- g) Lowenstein Sandler attended to the Debtors' rejection of various leases, including negotiating with the counterparties to the leases;
- h) Lowenstein Sandler addressed various inquiries concerning the Debtors' utility and critical vendor motions;
- i) Lowenstein Sandler attended to various issues in connection the Debtors' use of post-petition financing, including reviewing the updated cash flow analysis and budget;
- j) Lowenstein Sandler attended to claims issues, including preparing a motion to fix the claims bar date and related notices;
- k) Lowenstein Sandler prepared and filed a motion to assume the Debtors' restructuring support agreement;
- l) Lowenstein Sandler drafted and revised the Debtors' combined plan and disclosure statement;
- m) Lowenstein Sandler attended to various insurance issues; and
- n) Lowenstein Sandler performed all other legal services for the Debtors that were necessary and proper in these proceedings and in furtherance of the Debtors' needs.

(5) ANTICIPATED DISTRIBUTION TO CREDITORS:

- | | |
|----------------------------------|------------------------|
| (A) ADMINISTRATION EXPENSES: | (unknown at this time) |
| (B) SECURED CREDITORS: | (unknown at this time) |
| (C) PRIORITY CREDITORS: | (unknown at this time) |
| (D) GENERAL UNSECURED CREDITORS: | (unknown at this time) |

- (6) FINAL DISPOSITION OF CASE AND PERCENTAGE OF DIVIDEND PAID TO CREDITORS (IF APPLICABLE): Final disposition of case and dividend are unknown at this time.

I certify under penalty of perjury that the foregoing is true and correct.

Dated: January 25, 2019

/s/ Joseph J. DiPasquale
Joseph J. DiPasquale, Esq.



Order Filed on January 24,
2019 by Clerk, U.S. Bankruptcy
Court - District of New Jersey

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-1

LOWENSTEIN SANDLER LLP

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*Proposed Counsel to the Debtors and
Debtors-in-Possession*

In re:

FRANK THEATRES BAYONNE/SOUTH
COVE, LLC, *et al.*,¹

Debtors.

Chapter 11

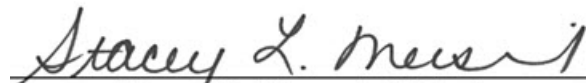
Case No. 18-34808 (SLM)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LOWENSTEIN SANDLER LLP AS COUNSEL TO THE DEBTORS
EFFECTIVE AS OF THE PETITION DATE**

The relief set forth on the following pages, numbered two (2) through three (3), is
hereby **ORDERED**.

DATED: January 24, 2019


Honorable Stacey L. Meisel
United States Bankruptcy Judge

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank Entertainment Group, LLC (3966); Frank Management LLC (0186); Frank Theatres, LLC (5542); Frank All Star Theatres, LLC (0420); Frank Theatres Blacksburg LLC (2964); Frank Theatres Delray, LLC (7655); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Parkside Town Commons LLC (9724); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres York, LLC (7779); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Southern Pines, LLC (2508); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); Frank Hospitality York LLC (6617); and Galleria Cinema, LLC (2529).

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Debtors: Frank Theatres Bayonne/South Cove, LLC, *et al.*

Case No.: 18-34808 (SLM)

Caption: Order Authorizing the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Debtors Effective as of the Petition Date

Upon consideration of the application (the “Application”)² of the above captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order authorizing the employment and retention of Lowenstein Sandler LLP (“Lowenstein Sandler”) as counsel to the Debtors, effective as of the Petition Date (December 19, 2018), and upon consideration of the Rosen Declaration and the Lang Declaration submitted in support of the Application; and the Court being satisfied, based on representations made in the Application that (i) Lowenstein Sandler has no connection with the Debtors, their creditors, any other party in interest, their current respective attorneys or professionals, the United States Trustee or any person employed in the office of the United States Trustee, and does not represent any entity having an adverse interest to the Debtors in connection with the Debtors’ Chapter 11 Cases, except as set forth in the Rosen Declaration; (ii) Lowenstein Sandler is a “disinterested person” as that phrase is defined in section 101(14) of the Bankruptcy Code, (iii) neither Lowenstein Sandler, nor its professionals, have any connection with the Debtors, their creditors or any other party in interest; and (iv) Lowenstein Sandler’s employment is necessary and in the best interest of the Debtors; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey as amended on September 18, 2012 (Simandle, C.J.); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of the Application being sufficient under the circumstances; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

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Debtors: Frank Theatres Bayonne/South Cove, LLC, *et al.*

Case No.: 18-34808 (SLM)

Caption: Order Authorizing the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Debtors Effective as of the Petition Date

2. The Debtors are authorized to employ and to retain Lowenstein Sandler, effective as of the Petition Date, to serve as the Debtors' counsel in these Chapter 11 Cases.

3. Lowenstein Sandler shall be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules, the Local Rules, and any orders entered in this case governing professional compensation and reimbursement for services rendered and charges and disbursements incurred. Lowenstein Sandler also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by attorneys in larger chapter 11 cases effective as of November 1, 2013 (the "Revised UST Guidelines"), both in connection with this application and the interim and final fee applications to be filed by Lowenstein Sandler in these Chapter 11 Cases.

4. Lowenstein Sandler shall provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

6. This Court shall retain exclusive jurisdiction to hear and decide any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

EXHIBIT A

EXHIBIT A

Professional Services rendered by Lowenstein Sandler LLP, through December 31, 2018

In re: Chapter 11 Bankruptcy

I. SUMMARY OF TIME CHARGES AND HOURLY RATES

Name of Professional	Year Admitted	Title/Department	Hours Spent	Hourly Rate	Charge
DiPasquale, Joseph J.	1994	Partner/Bankruptcy	45.40	\$860.00	\$39,044.00
*DiPasquale, Joseph J. - Travel Time	1994	Partner/Bankruptcy	1.10	\$430.00	\$473.00
Chafetz, Eric S.	2004	Counsel/Bankruptcy	68.90	\$690.00	\$47,541.00
*Chafetz, Eric S. - Travel Time	2004	Counsel/Bankruptcy	0.90	\$345.00	\$310.50
Brooks, Alexander E.	2014	Associate/Corporate	1.50	\$510.00	\$765.00
Papandrea, Michael T.	2015	Associate/Bankruptcy	52.10	\$435.00	\$22,663.50
*Papandrea, Michael T. - Travel Time	2015	Associate/Bankruptcy	1.00	\$217.50	\$217.50
Claussen, Diane	N/A	Paralegal/Bankruptcy	8.50	\$260.00	\$2,210.00
Lawler, Elizabeth B.	N/A	Paralegal/Bankruptcy	10.50	\$240.00	\$2,520.00
Michaud, Zoraida	N/A	Research Services	1.50	\$260.00	\$390.00
TOTAL FEES			191.40		\$116,134.50
Attorney Blended Rate					\$649.59

* Reflects 50% rate reduction due to non-working travel time

Frank Entertainment Group LLC
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TIME DETAIL:

Code	Date	Timekeeper	Time Narrative	Hours	Amount
<u>B100 - Administration</u>					
<u>B110 Case Administration</u>					
B110	12/20/18	DC	Retrieve filed copies of first day pleadings and update electronic folders	0.60	\$156.00
B110	12/20/18	DC	Prepare critical dates memo	1.00	\$260.00
B110	12/20/18	DC	Exchange e-mails with Lowenstein team re: preparation of matrix for service of 341 notice of commencement of cases	0.40	\$104.00
B110	12/20/18	EBL	Prepare core party service list for PrimeClerk	0.80	\$192.00
B110	12/20/18	EBL	Tend to Court Solutions registration for first day hearing for the Debtors' independent director, D. Mack; discussions with E. Chafetz re: same	0.90	\$216.00
B110	12/22/18	ESC	Confer with A. Brooks re: notice to Bruce Frank re: bankruptcy filing	0.10	\$69.00
B110	12/26/18	ESC	Confer with LS team re: various case issues (second day motions, bar dates, weekly calls, etc.)	0.30	\$207.00
B110	12/26/18	ESC	Confer with counsel for first lien lenders re: various post filing issues	0.40	\$276.00
B110	12/26/18	JJD	Review draft notice of action of the board	0.30	\$258.00
B110	12/26/18	JJD	Conference with Lowenstein team re: upcoming deadlines, motions, and next steps	0.30	\$258.00
B110	12/26/18	JJD	Correspond with J. Stives re: information requested for initial debtor interview	0.30	\$258.00
B110	12/26/18	JJD	Review notice of appearance from J. Kurtzman re: water tower square association	0.10	\$86.00
B110	12/26/18	MTP	E-mails with E. Chafetz and J. Gaither re: 341 meeting	0.10	\$43.50
B110	12/26/18	MTP	Office meeting with J. DiPasquale and E. Chafetz re: general chapter 11 strategy and next steps	0.30	\$130.50
B110	12/27/18	EBL	Update attorney calendars re: formation meeting, 341 meeting and other upcoming dates	0.20	\$48.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

Frank Entertainment Group LLC
 Invoice No.: 887142

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 January 24, 2019

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B110	12/27/18	ESC	Confer with A. Brooks re: notice of bankruptcy filing to be provided to Bruce Frank	0.20	\$138.00
B110	12/27/18	ESC	Confer with counsel for first lien lenders re: various post filing issues	0.10	\$69.00
B110	12/27/18	JJD	Correspond with Moss Adams re: request for information for initial debtor interview	0.30	\$258.00
B110	12/27/18	JJD	Correspond with C. Lang re: initial debtor interview issues	0.20	\$172.00
B110	12/27/18	MTP	Review/respond to various e-mails with Lowenstein team and client re: general case strategy and upcoming filings (.2); calendar critical dates re: same and circulate dial-in for weekly conference calls (.1)	0.30	\$130.50
B110	12/28/18	EBL	Prepare 341 meeting notice	0.30	\$72.00
B110	12/28/18	JJD	Telephone call with E. Chafetz re: status of case, initial debtor interview, formation meeting of creditors, and other issues	0.20	\$172.00
B110	12/28/18	MTP	E-mails with Prime Clerk and Lowenstein teams re: notice of commencement and 341 meeting	0.20	\$87.00
B110	12/30/18	ESC	Phone call with J. Gaither re: various case issues	0.50	\$345.00
B110	12/30/18	JJD	Correspond with C. Lang re: review of documents to produce to U.S. Trustee's Office for initial debtor interview	0.60	\$516.00
B110	12/30/18	JJD	Correspond with J. Gaither re: status of case	0.20	\$172.00
B110	12/30/18	MTP	Review/revise notice of commencement and 341 meeting (.3); draft, review, and respond to various e-mails with Lowenstein team re: same (.6); draft, review, and revise e-mail to US trustee re: same (.6)	1.50	\$652.50
B110	12/31/18	DC	Download interim orders and first day pleadings and update electronic files	1.00	\$260.00
B110	12/31/18	DC	Compile documents responsive to UST request, organize and bates-stamp same into binder for production	2.00	\$520.00
B110	12/31/18	ESC	Address various issues with initial Debtor interview	0.30	\$207.00
B110	12/31/18	MTP	Review/revise calendar and critical dates	0.30	\$130.50

Frank Entertainment Group LLC
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 January 24, 2019

Code	Date	Timekeeper	Time Narrative	Hours	Amount
Total B110 - Case Administration				14.30	\$6,463.50
<hr/>					
<u>B130 Asset Disposition</u>					
B130	12/19/18	JJD	Review docket re: update on Rio Mall sale	0.30	\$258.00
B130	12/20/18	ESC	Confer with counsel for potential asset purchaser re: case issues	0.10	\$69.00
Total B130 - Asset Disposition				0.40	\$327.00
<hr/>					
<u>B140 Relief from Stay/Adequate Protection Proceedings</u>					
B140	12/20/18	ESC	Confer with creditor re: potential stay violations due to collection efforts	0.10	\$69.00
B140	12/22/18	ESC	Confer with the CRO re: collection notice from Bonita Marie International	0.10	\$69.00
Total B140 - Relief from Stay/Adequate Protection Proceedings				0.20	\$138.00
<hr/>					
<u>B150 Meetings of and Communication with Creditors</u>					
B150	12/26/18	ESC	Confer with firm seeking to pitch the committee	0.10	\$69.00
B150	12/26/18	JJD	Telephone call with J. Schwartz re: background case information re: potential committee counsel	0.20	\$172.00
B150	12/28/18	ESC	Confer with counsel interested in potentially pitching for committee counsel role	0.10	\$69.00
B150	12/30/18	ESC	Address various issues with firms seeking to pitch committee	0.20	\$138.00
B150	12/31/18	ESC	Confer with potential committee counsel re: formation meeting	0.20	\$138.00
Total B150 - Meetings of and Communication with Creditors				0.80	\$586.00
<hr/>					
<u>B160 Fee/Employment Applications</u>					

Frank Entertainment Group LLC
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 January 24, 2019

Code	Date	Timekeeper	Time Narrative	Hours	Amount
B160	12/26/18	JJD	Review and revise Lowenstein's application, certification and proposed form of order authorizing Debtors' retention of counsel	1.20	\$1,032.00
B160	12/31/18	MTP	Review/revise Lowenstein's retention application (.2); e-mails with Lowenstein team re: same (.1)	0.30	\$130.50
Total B160 - Fee/Employment Applications				1.50	\$1,162.50

B165 Employment and Retention Applications - Others

B165	12/27/18	ESC	Confer with potential conflicts' counsel re: case issues	0.20	\$138.00
B165	12/29/18	ESC	Address various issues with LS, Moss Adams and Paragon retention applications	0.30	\$207.00
B165	12/29/18	JJD	Prepare retention application, declaration, and order to authorize Debtors' retention of Moss Adams LLP and C. Lang as CRO	1.70	\$1,462.00
B165	12/30/18	ESC	Address various issues with Paragon Consulting retention application	0.10	\$69.00
B165	12/30/18	ESC	Phone call with Moss Adams and LS team re: case strategy and retention issues	0.70	\$483.00
B165	12/30/18	JJD	Prepare retention application for Paragon	1.90	\$1,634.00
B165	12/30/18	JJD	Review management agreement with Paragon	0.50	\$430.00
B165	12/30/18	JJD	Correspond with C. Lang re: CRO retention pleadings	0.30	\$258.00
B165	12/30/18	JJD	Correspond with M. Whalen re: Paragon engagement letter	0.30	\$258.00
B165	12/30/18	MTP	Various e-mails with Lowenstein, Moss Adams and Paragon teams re: retention applications	0.30	\$130.50
B165	12/31/18	ESC	Address various issues with Moss Adams' retention application	0.20	\$138.00
B165	12/31/18	MTP	Further review/revise CRO retention application and related pleadings (1.0); draft and respond to e-mails with Lowenstein team re: same (.4); various e-mails with Moss Adams team re: same (.2)	1.60	\$696.00
Total B165 - Employment and Retention				8.10	\$5,903.50

Frank Entertainment Group LLC
 Invoice No.: 887142

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 January 24, 2019

Code	Date	Timekeeper	Time Narrative	Hours	Amount
Applications - Others					
<u>B175 Fee Applications and Invoices - Others</u>					
B175	12/26/18	MTP	Review draft interim compensation motion (.2); discussion with J. DiPasquale re: same (.1)	0.30	\$130.50
B175	12/27/18	ESC	Address various issues with interim compensation motion	0.10	\$69.00
B175	12/27/18	JJD	Review and revise motion authorizing interim compensation	1.60	\$1,376.00
B175	12/27/18	JJD	Review and further revise motion for interim compensation	0.30	\$258.00
B175	12/27/18	JJD	Review and revise notice of motion for administrative fee order	0.20	\$172.00
B175	12/27/18	MTP	Review/revise interim compensation motion and order (.8); review/respond to e-mails from Lowenstein team re: same (.4)	1.20	\$522.00
B175	12/28/18	ESC	Address various issues with interim compensation motion	0.10	\$69.00
B175	12/31/18	DC	Tend to filing of interim compensation motion	0.30	\$78.00
B175	12/31/18	MTP	Final review/revisions to interim compensation procedures motion (.5); e-mails with Lowenstein team re: filing same (.1)	0.60	\$261.00
Total B175 - Fee Applications and Invoices - Others				4.70	\$2,935.50

B185 Assumption/Rejection of Leases and Contracts

B185	12/20/18	ESC	Address various issues with the First Run property leases	0.10	\$69.00
B185	12/20/18	MTP	Draft, review, and revise lease rejection motion and proposed order re: same (2.1); e-mails with client team and Lowenstein team re: same (.4)	2.50	\$1,087.50
B185	12/21/18	ESC	Address various issues with lease rejection motion	0.20	\$138.00
B185	12/21/18	ESC	Review lease issues (.4); confer with M. Whalen re: same (.7)	1.10	\$759.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	12/21/18	JJD	Review and revise motion to authorize debtors to reject certain leases	1.20	\$1,032.00
B185	12/21/18	JJD	Correspond with G. Hirsch re: possible rejection of client's lease	0.20	\$172.00
B185	12/21/18	JJD	Telephone call with G. Hirsch re: Blacksburg lease	0.30	\$258.00
B185	12/21/18	MTP	Telephone call with M. Whalen re: lease rejection motion (.2); review/respond to e-mails with M. Whalen, Moss Adams, D. Mack, and Lowenstein team re: same (.1); final review/revisions to same (.6); e-mails with landlord's counsel re: same (.1)	1.00	\$435.00
B185	12/22/18	ESC	Address various issue with treatment of Blacksburg lease and related FF&E	0.20	\$138.00
B185	12/22/18	ESC	Confer with M. Papandrea re: lease rejection / assumption strategy	0.10	\$69.00
B185	12/22/18	ESC	Review overview of Paragon's experience re: lease negotiations and case strategy	0.10	\$69.00
B185	12/22/18	ESC	Address various issues with Delray and Carey lease cross collateralization	0.20	\$138.00
B185	12/23/18	ESC	Review updates on Parkside / Cary lease negotiations	0.20	\$138.00
B185	12/24/18	ESC	Confer with M. Whalen and D. Mack re: lease renegotiation strategy	0.70	\$483.00
B185	12/24/18	ESC	Confer with M. Whalen and C. Lang re: lease issues	0.10	\$69.00
B185	12/25/18	ESC	Confer with LS team re: update on lease rejections (1.7); confer with M. Whalen re: lease rejection motion (.1)	1.80	\$1,242.00
B185	12/25/18	MTP	Review e-mails with Lowenstein team re: lease negotiations	0.20	\$87.00
B185	12/26/18	ESC	Address various issues with Saucon Valley lease/claim	0.10	\$69.00
B185	12/26/18	ESC	Confer with CRO re: issues with Revolutions properties	0.20	\$138.00
B185	12/26/18	ESC	Address various issues with Rock Hill / Galleria lease re: negotiations	0.10	\$69.00
B185	12/26/18	JJD	Correspond with J. Weiner re: landlord issues	0.30	\$258.00
B185	12/26/18	JJD	Review update on lease issues	0.20	\$172.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	12/27/18	ESC	Confer with D. Mack and M. Whalen re: weekly call to discuss developments with lease negotiations (.2); review e-mail to the group re: same (.1)	0.30	\$207.00
B185	12/27/18	ESC	Confer with M. Whalen re: issues with Carey/Parkside and Delray leases	0.30	\$207.00
B185	12/27/18	ESC	Confer with C. Lang re: issues with lease renegotiations	0.10	\$69.00
B185	12/27/18	ESC	Confer with counsel for Carey landlord re: lease renegotiation issues	0.20	\$138.00
B185	12/27/18	JJD	Correspond with M. Bogdanowicz re: Parkside lease issues	0.30	\$258.00
B185	12/27/18	JJD	Correspond with G. Hirsch re: notice of appearance for Blacksburg AFP Partners	0.10	\$86.00
B185	12/28/18	ESC	Address various issues with the First Run properties	0.30	\$207.00
B185	12/28/18	ESC	Phone call with counsel for lenders re: lease renegotiation status	0.60	\$414.00
B185	12/28/18	ESC	Confer with counsel for first lien lenders re: call to discuss lease re-negotiation status	0.10	\$69.00
B185	12/28/18	ESC	Address various issues with lease renegotiation status	0.40	\$276.00
B185	12/28/18	ESC	Confer with J. DiPasquale re: case issues (lease rejections, initial debtor interview, 341 meeting, committee formation meeting, critical vendor payments and schedules/SOFAs)	0.30	\$207.00
B185	12/28/18	ESC	Confer with C. Lang re: leases (First Run and Saucon Valley) and vendor dispute	0.30	\$207.00
B185	12/28/18	ESC	Review updates on Rock Hill lease	0.10	\$69.00
B185	12/28/18	ESC	Call with Dorsey (E. Schnabel), C. Lang and M. Whalen re: OCP assistance with lease re negotiations (.3); confer with LS team re: same (.2)	0.50	\$345.00
B185	12/28/18	ESC	Address issues with potential rejection of supplier contract	0.20	\$138.00
B185	12/28/18	JJD	Telephone call with G. Hirsch re: Blacksburg location and related lease issues	0.40	\$344.00
B185	12/28/18	JJD	Correspond with G. Hirsch re: Blacksburg location and related lease issues	0.20	\$172.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	12/29/18	ESC	Confer with Dorsey (E. Schnabel), C. Lang and M. Whalen re: OCP assistance with lease re: negotiations (.1); confer with counsel for ad hoc group of first lien lenders re: same (.1)	0.10	\$69.00
B185	12/29/18	ESC	Address various issues with Rio lease discussions	0.20	\$138.00
B185	12/29/18	ESC	Address various issues with Saucon Valley lease/claim	0.60	\$414.00
B185	12/29/18	MTP	E-mails with Lowenstein, Moss Adams and Paragon teams re: lease negotiations	0.10	\$43.50
B185	12/30/18	ESC	Address various issues with Rio lease	0.20	\$138.00
B185	12/31/18	ESC	Address various issues with Montgomeryville lease rejection and facility closure	0.10	\$69.00
B185	12/31/18	ESC	Confer with J. Gaither re: treatment of Rock Hill lease	0.10	\$69.00
Total B185 - Assumption/Rejection of Leases and Contracts				17.20	\$11,443.00

B190 Other Contested Matters (excluding assumption/rejection motions)

B190	12/20/18	DC	Respond to e-mails re: pending litigation and forward files to E. Lawler for suggestions of bankruptcy	0.20	\$52.00
B190	12/21/18	EBL	Research party address information, prepare and send suggestion of bankruptcy letters for all litigation plaintiff attorneys	3.20	\$768.00
B190	12/21/18	EBL	Prepare and send letter to B. Shraiberg re: FEG suggestion of bankruptcy	0.60	\$144.00
B190	12/21/18	ESC	Confer with E. Lawler re: filing suggestions of bankruptcy in all pending litigations and in the Rio bankruptcy case (.2); confer with counsel for Rio Mall re: same (.1)	0.30	\$207.00
B190	12/21/18	MTP	Review/respond to e-mails with Lowenstein team re: suggestions of bankruptcy (.1); review suggestions of bankruptcy (.1); discussions with B. Lawler re: same (.2)	0.40	\$174.00
B190	12/21/18	ZM	Search for contact information for plaintiff's attorney, judges and court clerk for cases in memo provided per B. Lawler (suggestions of bankruptcies)	1.00	\$260.00
B190	12/22/18	ESC	Address various issues with suggestions of bankruptcy directed at litigation counter parties	0.10	\$69.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B190	12/26/18	ESC	Confer with representative of B. Frank re: notice of bankruptcy filing	0.20	\$138.00
B190	12/26/18	JJD	Review and revise suggestion of bankruptcy correspondence to certain vendors and potential automatic stay violation	0.40	\$344.00
B190	12/26/18	JJD	Correspond with B. Vanderwoude re: litigation and lawsuits where the debtors are a party	0.20	\$172.00
B190	12/27/18	EBL	Prepare suggestion of bankruptcy packages to all judges and clerks of the court where the debtors are involved in pending litigation	1.10	\$264.00
B190	12/27/18	ESC	Address various issues with suggestions of bankruptcy	0.10	\$69.00
B190	12/28/18	ESC	Address various issues with notice to B. Frank about bankruptcy filings	0.10	\$69.00
B190	12/28/18	ZM	Search for the judge assigned to the matter of Centennial Bank v. Frank Investments per B. Lawler	0.50	\$130.00

Total B190 - Other Contested Matters (excluding assumption/rejection motions)

8.40 \$2,860.00

B195 Non-Working Travel

B195	12/21/18	ESC	Travel to and from first day hearing	0.90	\$310.50
B195	12/21/18	JJD	Travel to and from Bankruptcy Court to attend hearing on first day motions	1.10	\$473.00
B195	12/21/18	MTP	Commute to/from courthouse for first day hearing	1.00	\$217.50

Total B195 - Non-Working Travel

3.00 \$1,001.00

B200 - Operations

B210 Business Operations

B210	12/19/18	MTP	Review/respond to e-mails with F. Steele re: critical vendor motion (.2); e-mails with CRO team re: same (.1)	0.30	\$130.50
B210	12/20/18	ESC	Confer with C. Lang re: vendor credit issues	0.10	\$69.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B210	12/21/18	ESC	Confer with vendor re: questions about bankruptcy filing	0.10	\$69.00
B210	12/21/18	JJD	Correspond with A. Brody re: critical vendor issue	0.20	\$172.00
B210	12/22/18	ESC	Review e-mail to vendors re: notice of bankruptcy filing	0.10	\$69.00
B210	12/22/18	ESC	Address various issues with critical vendor payments	0.20	\$138.00
B210	12/22/18	MTP	Review/respond to various e-mails from Lowenstein and client teams re: operational and first day matters	0.30	\$130.50
B210	12/24/18	ESC	Review weekly box office update from M. Whalen	0.10	\$69.00
B210	12/24/18	ESC	Review UST inquiry for financial information	0.10	\$69.00
B210	12/26/18	ESC	Address various issues with Blacksburg utility disruption	0.10	\$69.00
B210	12/26/18	ESC	Address issues with Republic Services inquiry about overdue payments	0.10	\$69.00
B210	12/26/18	ESC	Address various issues with notices of default received by SV Media	0.20	\$138.00
B210	12/26/18	ESC	Confer with vendor re: questions about bankruptcy filing	0.10	\$69.00
B210	12/26/18	JJD	Correspond with J. Weiner re: utility and critical vendor issues	0.20	\$172.00
B210	12/26/18	MTP	Review utility provider information (.1); telephone call with All Points Waste re: utility order and motion (.1)	0.20	\$87.00
B210	12/27/18	ESC	Address inquiry from attorney concerning soft drink contract	0.10	\$69.00
B210	12/27/18	ESC	Address various issues with Applicable Fire Arm relationship	0.10	\$69.00
B210	12/27/18	ESC	Address various issues with UST financial information requests	0.20	\$138.00
B210	12/27/18	ESC	Confer with representative of Bonita Maria re: post-filing collection efforts	0.10	\$69.00
B210	12/27/18	JJD	Correspond with D. Mack and M. Whelan re: weekend box office results	0.20	\$172.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B210	12/28/18	MTP	Review all first day orders and related documents re: operational requirements (1.4); calendar critical dates re: same for Lowenstein and client teams (.3); e-mails with Moss Adams team re: same (.1)	1.80	\$783.00
B210	12/30/18	ESC	Review updates on weekly box office	0.10	\$69.00
B210	12/30/18	JJD	Telephone call with C. Lang, J. Weiner, and E. Chafetz re: status of case, sales, formation meeting of creditors, initial debtor interview, and other issues	0.70	\$602.00
B210	12/30/18	JJD	Correspond with C. Lang re: movie distributor issues	0.20	\$172.00
B210	12/31/18	ESC	Confer with independent director, CRO, industry consultant and LS team re: case strategy (operations, lease rejections, etc.)	0.50	\$345.00
B210	12/31/18	ESC	Call with C. Lang re: critical vendor and operational issues	0.20	\$138.00
B210	12/31/18	JJD	Telephone call with D. Mack, M. Whelan, C. Lang, E. Chafetz, and M. Papandrea re: status of case and outstanding issues, lease negotiations, box office sales, and other issues	0.50	\$430.00
B210	12/31/18	MTP	Conference call with Lowenstein team, C. Lang, M. Whalen, and D. Mack re: various operational issues	0.50	\$217.50
Total B210 - Business Operations				7.60	\$4,793.50
<u>B220 Employee Benefits/Pensions</u>					
B220	12/19/18	ESC	Review wages motion in preparation for first day hearing	0.60	\$414.00
B220	12/27/18	ESC	Address various issues with Sandhills theater employee questions	0.10	\$69.00
Total B220 - Employee Benefits/Pensions				0.70	\$483.00
<u>B230 Financing/Cash Collateral</u>					
B230	12/19/18	AEB	Teleconference and correspond re: open corporate issues	1.50	\$765.00
B230	12/19/18	ESC	Address various issues with DIP budget	0.70	\$483.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B230	12/22/18	ESC	Address issues with final hearing notice for DIP approval	0.10	\$69.00
B230	12/30/18	JJD	Correspond with J. Weiner re: cash management order	0.20	\$172.00
B230	12/31/18	ESC	Review updated cash flow analysis	0.60	\$414.00
Total B230 - Financing/Cash Collateral				3.10	\$1,903.00

B300 - Claims and Plan

B310 Claims Administration and Objections

B310	12/21/18	ESC	Address various issues with section 503(b)(9) claims	0.10	\$69.00
B310	12/21/18	MTP	Telephone call with J. Weiner re: inquiries from various creditors (.1); review/respond to e-mails from J. Weiner re: same (.2)	0.30	\$130.50
B310	12/22/18	ESC	Confer with LS team re: bar date motion including section 503(b)(9) claims	0.10	\$69.00
B310	12/23/18	ESC	Confer with LS team re: updated top 30 creditor list and interim compensation motion	0.10	\$69.00
B310	12/26/18	ESC	Confer with Moss Adams re: revised top 30 creditor list	0.10	\$69.00
B310	12/26/18	JJD	Review revised top 30 list of creditors	0.20	\$172.00
B310	12/26/18	MTP	Draft, review, and revise bar date motion and related pleadings (1.8); discussions with E. Chafetz and J. DiPasquale re: same (.1)	1.90	\$826.50
B310	12/27/18	EBL	Prepare, e-file and coordinate service of amended Top 30 creditor list	0.90	\$216.00
B310	12/27/18	ESC	Address various issues with revised top 30 creditor list	0.10	\$69.00
B310	12/27/18	JJD	Review amended top 30 list of creditors	0.20	\$172.00
B310	12/27/18	JJD	Review and revise motion to fix bar date for filing of section 503(b)(9) claims	0.90	\$774.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	12/27/18	MTP	Further draft, review and revise bar date motion and related pleadings (1.3); draft e-mail to J. DiPasquale and E. Chafetz re: same (.4); telephone call with J. DiPasquale re: same (.1); e-mails with B. Lawler re: same (.1)	1.90	\$826.50
B310	12/27/18	MTP	Telephone calls and e-mails with F. Steele re: top 30 list (.1); e-mails with Moss Adams team re: same (.1)	0.20	\$87.00
B310	12/28/18	EBL	Revisions to bar date motion publication notice and mailing notice	0.70	\$168.00
B310	12/28/18	ESC	Address various issues with amended top 30 creditors list	0.10	\$69.00
B310	12/28/18	ESC	Address various issues with bar date motion including review of pleading	0.70	\$483.00
B310	12/28/18	JJD	Review and confer with Lowenstein team re: notice of bar date to file proof of claims and timeline of case	0.60	\$516.00
B310	12/28/18	JJD	Telephone call with F. Steele re: formation meeting of creditors and bar date for creditors to file proof of claims	0.30	\$258.00
B310	12/28/18	JJD	Correspond with Prime Clerk re: section 341 notice and bar date	0.30	\$258.00
B310	12/29/18	ESC	Confer with LS team re: motion to fix section 503(b)(9) claims bar date	0.20	\$138.00
B310	12/29/18	JJD	Confer with M. Papandrea re: revised claims bar date motion	0.30	\$258.00
B310	12/29/18	MTP	Various e-mails with Lowenstein team re: bar date motion, 341 meeting and related issues (.1); telephone call with J. DiPasquale re: same (.2)	0.30	\$130.50
B310	12/30/18	ESC	Address various issues with bar date motion	0.20	\$138.00
B310	12/30/18	JJD	Correspond with F. Steele re: notice of commencement of case, 341 hearing and claims bar date	0.30	\$258.00
B310	12/30/18	JJD	Review and further revise notice of 341 hearing and bar date for filing proof of claims	0.40	\$344.00
B310	12/30/18	MTP	Review and respond to further e-mails with Lowenstein team re: bar date motion	0.40	\$174.00
B310	12/31/18	DC	Discussion with M. Papandrea re: timing of bar date motion and exchange e-mails with Prime Clerk re: service of same	0.20	\$52.00
B310	12/31/18	ESC	Further review and comment on bar date motion papers	0.60	\$414.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	12/31/18	JJD	Correspond with F. Steele re: bar date and notice of commencement	0.30	\$258.00
B310	12/31/18	JJD	Correspond with T. Oppelt re: bar date and section 341 notice	0.20	\$172.00
B310	12/31/18	JJD	Review and revise motion to fix bar date for creditors to file proofs of claim and attend to various related issues	1.20	\$1,032.00
B310	12/31/18	MTP	Further review/revise bar date motion, proposed order, and exhibits (2.9); e-mails and discussions with ad agency re: publication notice re: same (.7); telephone call with S. Perry re: bar date motion (.2); e-mails with Prime Clerk re: same (.3); various discussions and e-mails with Lowenstein team members re: same (1.1)	5.20	\$2,262.00
Total B310 - Claims Administration and Objections				19.50	\$10,932.00

B320 Plan and Disclosure Statement (including Business Plan)

B320	12/20/18	EBL	Finalize, (.3); e-file (.3), coordinate service of (.2) FEG's motion to assume restructuring support agreement; prepare (.2) notice of hearing re: same; discussions with J. DiPasquale re: same (.2)	1.20	\$288.00
B320	12/20/18	JJD	Review and revise motion to authorize the Debtors to assume the RSA	3.40	\$2,924.00
B320	12/22/18	ESC	Confer with LS team re: plan and other retention issues	0.10	\$69.00
B320	12/26/18	ESC	Continue drafting joint plan and disclosure statement	3.40	\$2,346.00
B320	12/27/18	ESC	Continue drafting joint plan and disclosure statement	5.40	\$3,726.00
B320	12/27/18	JJD	Review and revise motion to combine hearing for plan of reorganization and disclosure statement	2.30	\$1,978.00
B320	12/27/18	MTP	Review RSA and motion to approve same (.3); calendar critical dates re: same (.2)	0.50	\$217.50
B320	12/28/18	ESC	Further revisions to joint plan and disclosure statement	4.90	\$3,381.00
B320	12/28/18	JJD	Correspond with D. Mack re: plan related issues	0.30	\$258.00
B320	12/29/18	ESC	Further revisions to joint plan and disclosure statement	3.30	\$2,277.00
B320	12/30/18	ESC	Continue drafting combined plan and disclosure statement	5.40	\$3,726.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B320	12/31/18	ESC	Continue revising combined plan and disclosure statement	2.90	\$2,001.00
Total B320 - Plan and Disclosure Statement (including Business Plan)				33.10	\$23,191.50
<u>B400 - Bankruptcy-Related Advice</u>					
<u>B430A Court Hearings</u>					
B430A	12/19/18	ESC	Address various post filing issues in preparation for first day hearing, including review of various filed first day pleadings	4.70	\$3,243.00
B430A	12/19/18	ESC	Phone call with M. Papandrea re: strategy to address wage motion at first day hearing	0.30	\$207.00
B430A	12/19/18	ESC	Confer with counsel for the first lien lenders re: preparation for first day hearing	0.30	\$207.00
B430A	12/19/18	ESC	Confer with M. Papandrea and J. DiPasquale re: preparation for first day hearing	0.80	\$552.00
B430A	12/19/18	JJD	Review of file re: first day hearing preparation	7.80	\$6,708.00
B430A	12/19/18	JJD	Telephone call with C. Lang and E. Chafetz re: preparation for hearing on first day motions	0.30	\$258.00
B430A	12/19/18	MTP	Review various first day pleadings and related documents re: preparation for first day hearing (7.2); various e-mails, office meetings and discussions with Lowenstein team re: same (2.2); research re: same (1.1); review/respond to e-mails from US trustee re: same (.3); review/respond to various e-mails from parties in interest re: same (.9); review/respond to various e-mails from client re: same (1.3); discussions with client team re: same (.4)	13.40	\$5,829.00
B430A	12/19/18	MTP	Various e-mails and discussions with Lowenstein team re: service of first day pleadings and preparation of hearing binders for first day hearing	0.40	\$174.00
B430A	12/20/18	DC	Prepare first day hearing binders and hand deliver copies for Judge and United States Trustee	2.00	\$520.00
B430A	12/20/18	DC	Exchange e-mails with Prime Clerk re: instructions and confirmation of service of first day pleadings	0.30	\$78.00
B430A	12/20/18	DC	Discussions with T. Oppelt in the UST's office and forward e-mail addresses for top 30 creditors	0.30	\$78.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B430A	12/20/18	ESC	Review various documents in preparation for first day hearing including preparation of talking points for hearing (introduction and DIP financing) (4.9); confer with various parities in interest re: case strategy and committee formation issues (1.4); address UST inquiries re: first day motions (.2)	6.50	\$4,485.00
B430A	12/20/18	ESC	Confer with M. Papandrea and J. DiPasquale re: UST comments to first day motions	0.20	\$138.00
B430A	12/20/18	ESC	Confer with the CRO re: first day hearing preparation	0.50	\$345.00
B430A	12/20/18	JJD	Review of file and prepare for hearings on first day motions	4.30	\$3,698.00
B430A	12/20/18	JJD	Telephone call with F. Steele re: comments to certain first day motions	0.50	\$430.00
B430A	12/20/18	MTP	Review various documents, motions, and orders re: preparation for first day hearing (2.4); various e-mails and discussions with Lowenstein team members re: same (.8); various e-mails and discussions with Moss Adams team re: same (.7); various e-mails with interested parties re: first day hearing matters (.2); telephone call with F. Steele re: first day orders (.5); revise order extending time to file statements and schedules and e-mail same to F. Steele (.1)	4.70	\$2,044.50
B430A	12/21/18	ESC	Prepare for first day hearing	3.20	\$2,208.00
B430A	12/21/18	ESC	Meet with other professionals in preparation for first day hearing	1.00	\$690.00
B430A	12/21/18	ESC	Participate in first day hearing (1.4); follow up meeting with professionals re: first day hearing (.2)	1.60	\$1,104.00
B430A	12/21/18	JJD	Prepare for hearing on first day motions	1.00	\$860.00
B430A	12/21/18	JJD	Attend hearing on first day motions and meet with DIP lenders' and other professionals' counsel	2.80	\$2,408.00
B430A	12/21/18	JJD	Review and revise form of first day orders to submit to the court for entry	0.30	\$258.00
B430A	12/21/18	MTP	Further prepare for first day hearing (1.7); e-mails with Lowenstein team re: same (.3); appearance at first day hearing (2.8); review/revise first day orders and prepare for submission to the court (1.5); draft e-mail to chambers re: entry of proposed orders (.4)	6.70	\$2,914.50
B430A	12/26/18	MTP	E-mails with D. Claussen re: various filings for 1/22/19 hearing date	0.10	\$43.50

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B430A	12/28/18	EBL	Prepare hearing binder re: motion to assume RSA	0.60	\$144.00
B430A	12/28/18	MTP	Telephone call with chambers' staff re: hearing binders for 1/22 hearing (.1); e-mails with B. Lawler re: same (.1)	0.20	\$87.00
B430A	12/28/18	MTP	Review/respond to various e-mails with Lowenstein team re: pleadings to be filed for 1/22 hearing date (.8); review/revise various pleadings re: same (.8)	1.60	\$696.00
B430A	12/31/18	DC	Draft letter to Judge Meisel enclosing hearing binder for hand delivery	0.20	\$52.00
Total B430A - Court Hearings				66.60	\$40,459.50
<u>B440 Schedules and Statements</u>					
B440	12/26/18	ESC	Confer with C. Lang re: schedules and SOFAs	0.20	\$138.00
Total B440 - Schedules and Statements				0.20	\$138.00
<u>B460 Other - Insurance Matters</u>					
B460	12/19/18	ESC	Address various issues with Coastal insurance dispute	0.60	\$414.00
B460	12/26/18	ESC	Address various issues with D&O insurance binder	0.40	\$276.00
B460	12/26/18	JJD	Correspond with T. O'Malley re: D&O insurance binder	0.20	\$172.00
B460	12/28/18	ESC	Confer with CRO re: various insurance and critical vendor issues	0.60	\$414.00
B460	12/29/18	ESC	Address various issues with Coastal insurance claims	0.20	\$138.00
Total B460 - Other - Insurance Matters				2.00	\$1,414.00

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Timekeeper Summary (by Task):

Task	Task Description	Hours	Fees
B110	Case Administration	14.30	\$6,463.50
B130	Asset Disposition	0.40	\$327.00
B140	Relief from Stay/Adequate Protection Proceedings	0.20	\$138.00
B150	Meetings of and Communication with Creditors	0.80	\$586.00
B160	Fee/Employment Applications	1.50	\$1,162.50
B165	Employment and Retention Applications - Others	8.10	\$5,903.50
B175	Fee Applications and Invoices - Others	4.70	\$2,935.50
B185	Assumption/Rejection of Leases and Contracts	17.20	\$11,443.00
B190	Other Contested Matters (excluding assumption/rejection motions)	8.40	\$2,860.00
B195	Non-Working Travel	3.00	\$1,001.00
B210	Business Operations	7.60	\$4,793.50
B220	Employee Benefits/Pensions	0.70	\$483.00
B230	Financing/Cash Collateral	3.10	\$1,903.00
B310	Claims Administration and Objections	19.50	\$10,932.00
B320	Plan and Disclosure Statement (including Business Plan)	33.10	\$23,191.50
B430A	Court Hearings	66.60	\$40,459.50
B440	Schedules and Statements	0.20	\$138.00
B460	Other - Insurance Matters	2.00	\$1,414.00
	Total	191.40	\$116,134.50

EXHIBIT B

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EXHIBIT B**Actual and necessary disbursements incurred by Lowenstein Sandler LLP****II. Summary of Disbursement Charges**

Messenger and delivery charges	\$86.35
Bulk rate/special postage	\$35.64
Computerized legal research	\$7.90
Travel	\$117.66
Meals	\$147.63
Total Disbursements	\$395.18

The above charges are based upon time and expense records available on or about the date of the attached letter. Such records are believed in good faith to be accurate and substantially up to date, but there may be fees and expenses that have not been processed as of such date which Lowenstein Sandler LLP may submit in the future. Lowenstein Sandler LLP reserves the right to amend this monthly statement at a later date.

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DISBURSEMENT DETAIL:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/31/18	Federal Express VENDOR: Federal Express INVOICE#: 642026209 DATE: 1/4/2019 REFERENCE: 35986.3 TRACKING #: 466876225905 SEND FROM: Chafetz Eric S. Lowenstein sandler 1251 Avenue of the Americas 18 NEW YORK CITY NY 10020 SEND TO: BRUCE FRANK C/O FEC HOLDINGS LLC 1003 W. INDIANTOWN ROAD JUPITER FL 33458 US	\$37.35
12/31/18	External Messenger Service VENDOR: Betsko, Robert; INVOICE#: 2019-01; DATE: 1/7/2019 R/T US bankruptcy Court	\$49.00
12/21/18	Meals (local) VENDOR: Chafetz, Eric S. INVOICE#: 3006690212280203 DATE: 12/28/2018 ; 12/21/18; Lunch with Chris Lang, John Gaither, Eric Chafetz; Frank Entertainment- lunch after first day of hearing with C. Lang of Moss Adams and J. Gaither of Neligan, LLC	\$126.63
12/21/18	Meals (local) VENDOR: Chafetz, Eric S. INVOICE#: 3006690212280203 DATE: 12/28/2018 ; 12/21/18; Lunch with Chris Lang, John Gaither, Eric Chafetz; Frank Entertainment- lunch after first day of hearing with C. Lang of Moss Adams and J. Gaither of Neligan, LLC (Receipt attached above)	\$21.00
12/21/18	Out of town ground travel (mileage, taxi, tolls etc...) VENDOR: Papandrea, Michael T. INVOICE#: 3009001812300203 DATE: 12/30/2018 ; 12/21/18; Parking; Parking at court house re: Frank Entertainment Group	\$19.00
12/21/18	Out of town ground travel (mileage, taxi, tolls etc...) VENDOR: Papandrea, Michael T. INVOICE#: 3009001812300203 DATE: 12/30/2018 ; 12/21/18; Mileage; FROM: Summit; TO: Court House; Round trip mileage from Summit to court house re: Frank Entertainment Group	\$13.63
12/21/18	Local Travel VENDOR: Chafetz, Eric S. INVOICE#: 3006690212280203 DATE: 12/28/2018 ; 12/21/18; Taxi/Car Service; FROM: Penn Station; TO: Courthouse; Frank Entertainment- Cab to court house for first day of hearing	\$12.00
12/21/18	Local Travel VENDOR: DiPasquale, Joe INVOICE#: 3001778612261524 DATE: 12/26/2018 ; 12/21/18; Parking; Attend first day hearing	\$19.00
12/21/18	Local Travel VENDOR: DiPasquale, Joe INVOICE#: 3004506312270203 DATE: 12/27/2018 ; 12/21/18; Mileage; FROM: Home; TO: Court; Attend first day hearing.	\$20.06
12/26/18	Local Travel VENDOR: Chafetz, Eric S. INVOICE#: 3006731912310201 DATE: 12/31/2018 ; 12/26/18; Taxi/Car Service; FROM: Essex Co. Courthouse; TO: 78 Ferry St. (Lunch); UBER from first day of hearing to lunch	\$7.68
12/26/18	Local Travel VENDOR: Chafetz, Eric S. INVOICE#: 3006731912310201 DATE: 12/31/2018 ; 12/26/18; Taxi/Car Service; FROM: Essex Co. Court; TO: Home; UBER home from first day of hearing	\$26.29
12/31/18	Computerized legal research: Pacer: VENDOR: Pacer	\$7.90

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Service Center INVOICE#: 4586608-Q42018 DATE:
1/14/2019 Date: 12/31/2018 Court: NJBK Pages: 79
Bulk rate/special postage

\$35.64

Total Disbursements

\$395.18
